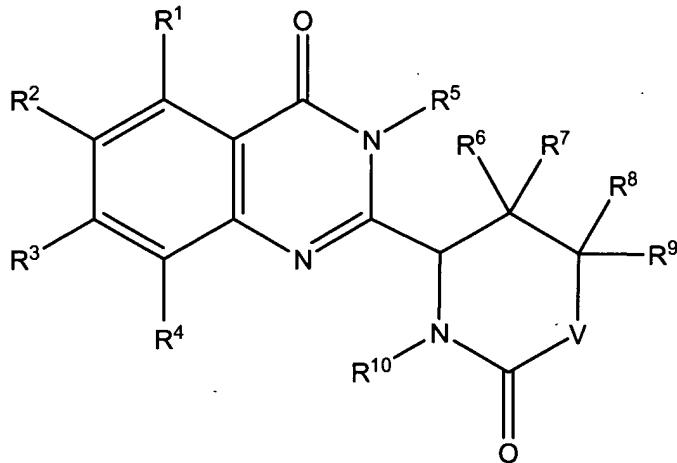


AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently amended) A compound selected from the group represented by Formula I:



R^5 is hydrogen, alkyl, optionally substituted alkyl, aryl, optionally substituted aryl, aralkyl, optionally substituted aralkyl, heteroaryl, optionally substituted heteroaryl, heteroaralkyl, or optionally substituted heteroaralkyl;
 R^6 to R^9 are independently hydrogen, hydroxy, alkyl, optionally substituted alkyl, alkoxy, optionally substituted alkoxy, aryl, optionally substituted aryl, alkylamino, or optionally substituted alkylamino, provided that neither R^8 nor R^9 is hydroxy or alkoxy when V is NR'' ; and

R^{10} is hydrogen, alkyl, optionally substituted alkyl, aryl, optionally substituted aryl,

aralkyl, optionally substituted aralkyl, heteroaryl, optionally substituted heteroaryl, heteroaralkyl, or optionally substituted heteroaralkyl,

or a pharmaceutically acceptable salt or solvate thereof, wherein "substituted" as used with regard to alkyl, aryl, aralkyl, heteroaryl and heterocyclyl refers to an alkyl, aryl, aralkyl, heteroaryl or heterocyclyl moiety, respectively, wherein one or more hydrogen atoms are replaced by a substituent independently selected from the group: acyl, acyloxy, alkyl, alkoxy, alkylenedioxy, amino, alkylamino, dialkylamino, carbonylamino, benzyloxycarbonylamino, carboxamido, amidino, aryl, aralkyl, aryloxy, aralkoxy, heteroaryl, heteroaralkyl, heteroaryloxy, heteroaralkoxy, carboxy (–COOH), cyano, halogen, hydroxy, nitro, sulfanyl, sulfinyl, sulfonyl and thio.

2. (Currently amended) The compound of claim 1 comprising one or more of the following:
 V is CH_2 , or NR'' ;
 R^1 , R^2 , R^3 and R^4 are independently hydrogen, halo, lower alkyl, substituted lower alkyl, lower alkoxy or cyano;

R^5 is aralkyl or substituted aralkyl;

R^6 to R^9 are independently hydrogen, lower alkyl, or optionally substituted lower alkyl;

and R^{10} is benzyl, optionally substituted benzyl, phenyl, or optionally substituted phenyl.

3. (Original) The compound of Claim 2 comprising one or more of the following:

R^1 , R^2 , R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R^5 is benzyl or substituted benzyl;

R^6 to R^9 are hydrogen; and

R^{10} is benzyl or p-methyl-benzyl.

4. (Original) The compound of Claim 3 where R^1 , R^2 , R^3 and R^4 are hydrogen, or three of R^1 , R^2 , R^3 and R^4 are hydrogen and the fourth is halo, methoxy, methyl or cyano.

5. (Currently amended) The compound of Claim 4 where V is -NH-, -N(alkyl)-, or -N(substituted alkyl)- N(H) or N(optionally substituted alkyl).

6. (Canceled)

7. (Withdrawn) The compound of Claim 4 where V is CH_2 .

8. (Currently Amended) The compound of Claim 1, A compound selected from:

3-benzyl-7-chloro-2-[3-benzyl-2-oxo-hexahydro-pyrimidin-4-yl]-3H-quinazolin-4-one;

3-benzyl-7-chloro-2-[3-(4-methy- 1-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3H-quinazolin-4-one;

3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3H-quinazolin-4-one;

3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3H-quinazolin-4-one; and

2-[1-(2-amino-ethyl)-3-(4-methyl-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3-benzyl-7-chloro-3H-quinazolin-4-one,

or a pharmaceutically acceptable salt or solvate thereof.

9. (Currently Amended) The compound of Claim 1, A compound selected from:

3-benzyl-7-chloro-2-[3-(4-methy- 1-benzyl)-2-oxo-hexahydro-pyrimidin-4-yl]-3H-quinazolin-4-one;

3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3H-quinazolin-4-one; and

3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3H-quinazolin-4-one,

or a pharmaceutically acceptable salt or solvate thereof.

10. (Withdrawn) The compound of Claim 1, selected from:

3-benzyl-2-(1-benzyl-6-oxo-piperidin-2-yl)-7-chloro-3H-quinazolin-4-one; and

3-benzyl-2-(1-(4-methyl-benzyl)-6-oxo-piperidin-2-yl)-7-chloro-3H-quinazolin-4-one.

11. (Currently Amended) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims [[1-10]] 1 to 5 or 7 to 10.

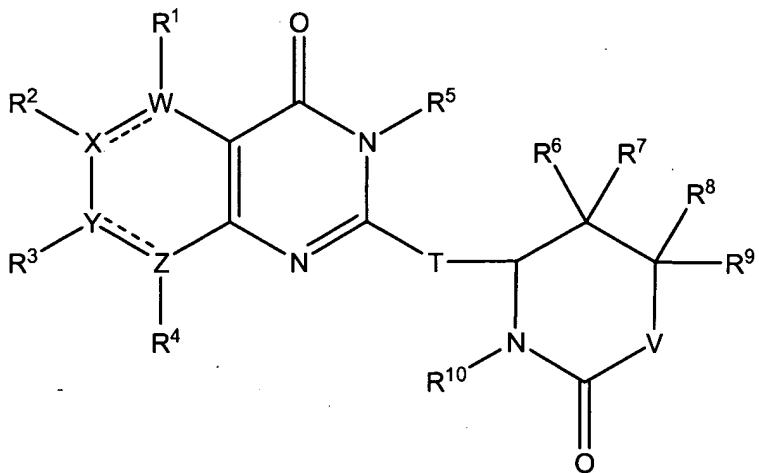
12. (Withdrawn-Currently amended) A method of treatment comprising administering an effective amount of a compound of any of Claims [[1-10]] 1 to 5 or 7 to 10 to a patient suffering from cancer a cellular proliferative disease.

13. (Cancelled)

14. (Withdrawn-Currently amended) A method of treatment for cancer a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

15. (Currently amended) A kit comprising a compound of any of Claims [[1-10]] 1 to 5 or 7 to 10 and a package insert or other labeling including directions for treating cancer a cellular proliferative disease by administering an effective amount of said compound.

16. (Currently amended) A compound of the group represented by Formula II:



where:

T is a covalent bond, alkylene, or optionally substituted lower alkylene;

V is a covalent bond, CR'R" or NR";

R' and R" being independently hydrogen, hydroxy, amino, aryl, optionally substituted aryl, alkylamino, optionally substituted alkylamino, alkyl, optionally substituted alkyl, alkoxy, or optionally substituted alkoxy, and R"" being hydrogen, alkyl, optionally substituted alkyl, aryl, optionally substituted aryl, aralkyl, optionally substituted aralkyl, heteroaryl, optionally substituted heteroaryl, heteroaralkyl, or optionally substituted heteroaralkyl;

W, X, Y and Z are independently N, C, O, S or absent, provided that: no more than one of W, X, Y or Z is absent, no more than two of W, X, Y and Z are -N=, and W, X, Y or Z can be O or S only when one of W, X, Y or Z is absent;

R¹, R², R³ and R⁴ are independently hydrogen, hydroxy, alkyl, optionally substituted alkyl, alkoxy, optionally substituted alkoxy, halogen or cyano, provided that R¹, R², R³ or R⁴ is absent where W, X, Y or Z, respectively, is -N=, O, S or is absent;

R⁵ is hydrogen, alkyl, optionally substituted alkyl, aryl, optionally substituted aryl, aralkyl, optionally substituted aralkyl, heteroaryl, optionally substituted heteroaryl, heteroaralkyl, and optionally substituted heteroaralkyl;

R⁶ to R⁹ are independently hydrogen, hydroxy, alkyl, optionally substituted alkyl, alkoxy, optionally substituted alkoxy, aryl, optionally substituted aryl, alkylamino, or optionally substituted alkylamino, provided that neither R⁸ nor R⁹ is hydroxy or alkoxy when V is NR"; and

R^{10} is hydrogen, alkyl, optionally substituted alkyl, aryl, optionally substituted aryl, aralkyl, optionally substituted aralkyl, heteroaryl, optionally substituted heteroaryl, heteroaralkyl, or optionally substituted heteroaralkyl, or a pharmaceutically acceptable salt or solvate thereof, wherein "substituted" as used with regard to alkyl, aryl, aralkyl, heteroaryl and heterocyclyl refers to an alkyl, aryl, aralkyl, heteroaryl or heterocyclyl moiety wherein one or more hydrogen atoms are replaced by a substituent independently selected from the group: acyl, acyloxy, alkyl, alkoxy, alkylenedioxy, amino, alkylamino, dialkylamino, carbonylamino, benzyloxycarbonylamino, carboxamido, amidino, aryl, aralkyl, aryloxy, aralkoxy, heteroaryl, heteroaralkyl, heteroaryloxy, heteroaralkoxy, carboxy (--COOH), cyano, halogen, hydroxy, nitro, sulfanyl, sulfinyl, sulfonyl and thio..

17. (Withdrawn-Currently amended) The compound of Claim 16 comprising one or more of the following:

T is lower alkylene or optionally substituted lower alkylene;

V is CH_2 , or NR''' ;

at least one of W, X, Y and Z is $-N=$;

R^1 , R^2 , R^3 and R^4 are independently hydrogen, halo, lower alkyl, substituted lower alkyl, lower alkoxy, cyano or absent;

R^5 is aralkyl or substituted aralkyl;

R^6 to R^9 are independently hydrogen, lower alkyl, or optionally substituted lower alkyl; and

R^{10} is benzyl, optionally substituted benzyl, phenyl, or optionally substituted phenyl.

18. (Withdrawn) The compound of Claim 17 comprising one or more of the following:

T is methylene;

R^1 , R^2 , R^3 and R^4 are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or absent;

R^5 is benzyl or substituted benzyl;

R^6 to R^9 are hydrogen; and

R^{10} is benzyl or p-methyl-benzyl.

19. (Withdrawn) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 16-18.

20. (Withdrawn-Currently amended) A method of treatment comprising administering an effective amount of a compound of any of Claims 16-18 to a patient suffering from cancer a cellular proliferative disease.

21. (Cancelled)

22. (Withdrawn-Currently amended) A method of treatment for cancer a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 16 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

23. (Currently amended) A kit comprising a compound of any of Claims 16-18 and a package insert or other labeling including directions for treating cancer ~~a cellular proliferative disease~~ by administering an effective amount of said compound.